

**APPLICATION OF A SAVINGS INSTITUTION HOLDING COMPANY
FOR ACQUISITION OF CONTROL PURSUANT TO
§ 6.1-194.87 OF THE CODE OF VIRGINIA AND 10 VAC 5-30-10, ET SEQ.**

INFORMATION AND INSTRUCTIONS

This application form must be filed pursuant to § 6.1-194.87 of the Code of Virginia and 10 VAC 5-30-10, et seq. Generally, it must be filed by any Virginia savings institution holding company seeking to acquire twenty-five percent or more of a state savings institution, state savings institution holding company or any company. Additional information and/or documents must be submitted on 8½" x 11" paper.

The following documents must be submitted with the application:

1. A check for \$3,000 payable to the Treasurer of Virginia.
2. A copy of related applications and documents filed or to be filed with federal agencies.
3. A copy of the acquisition agreement.
4. A properly executed, current (less than 90 days old) Personal Financial Report and Disclosure Statement form for **each proposed new director and officer** of the financial institution or holding company to be acquired on form CCB-1123 (Rev. 03/08). *The report must be executed with original signature(s).* If an interagency Biographical and Financial Report must be completed as part of a federal agency filing, a copy of such report with original signature may be submitted in place of CCB-1123 (Rev. 03/08). If the interagency form is used, Certification form CCB-1147 must be attached. **Directors and senior officers who have previously filed Personal Financial Reports with this Bureau are not required to file a report with this application.** Personal Financial Report and Disclosure Statement forms are confidential.
5. An Employment and Business Affiliation Disclosure Form, CCB-1150 (Rev. 03/08), for each new director and officer. [This is required only if Personal Financial Report and Disclosure Statement form CCB-1123 (Rev. 03/08) is submitted.]
6. Financial statements (audited if available) for the last three years of the applicant and of the financial institution or holding company to be acquired. If the applicant is an individual, he or she must submit a properly executed, current Personal Financial Report and Disclosure Statement form CCB-1123 (Rev. 03/08).
7. A statement giving details of the nature and scope of the proposed acquisition.
8. An executed consent to service of process through service of process on the Secretary of the Commonwealth on form CCB-1137A (Rev. 12/04). (This item only applies to foreign entities that have not qualified to do business in Virginia.)

The Bureau will review the application and accompanying materials for completeness upon receipt. **Applications that are not substantially complete will be returned.** Thus, full and complete answers should be given at the outset of the application process.

You must immediately advise the Bureau of any occurrences that would alter your responses to the questions in this application or the supporting documentation. Failure to disclose any changes within ten days of becoming aware of them may result in delay or denial of your application.

As a general rule, documents filed with the Bureau of Financial Institutions become part of the public record. Except as permitted or required by law, the following shall be kept confidential: Personal Financial Report and Disclosure Statements, other documents which disclose personal account information; and information which could endanger the safety and soundness of a depository institution. Upon request, the Bureau will consider for confidential treatment any other documents or portions of the application that the applicant considers of a proprietary and personal nature. The request for confidential treatment must discuss the justification for the requested treatment, specifically demonstrating the harm (for example, loss of competitive position or invasion of privacy) that may result from public release of the information. Information for which confidential treatment is requested should be: (1) specifically identified in the public portion of the application (by reference to the confidential section); and (2) specifically separated and labeled "Confidential". The Bureau will advise the applicant if the request for confidentiality cannot be honored.

To view the entire Confidentiality Policy Statement of the Bureau of Financial Institutions or to download this application form or a related form, visit the Bureau's website at www.scc.virginia.gov/bfi.

Inquiries concerning the preparation and filing of this application should be directed to the Bureau of Financial Institutions, 1300 East Main Street, Post Office Box 640, Richmond, Virginia 23218-0640. Telephone: (804) 371-9690; FAX: (804) 371-9416.

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**Bureau of Financial Institutions
State Corporation Commission
1300 East Main Street, Suite 800
Post Office Box 640
Richmond, Virginia 23218-0640**

The undersigned,

(Name of Applicant)

(Address)

hereby applies to the State Corporation Commission pursuant to § 6.1-194.87 of the Code of Virginia and 10 VAC 5-30-10, et seq. for permission to acquire direct or indirect ownership, control or power to vote at least _____ shares (_____%) of the voting stock of:

(Corporate Title of Company)

(Street Address)

(City, State, and Zip)

The applicant currently holds _____ shares (_____%) of the voting stock of the company, the shares of which are proposed to be acquired.

All inquiries concerning this application may be directed to: (Name, Mailing Address, Telephone Number, and E-mail Address)

CERTIFICATION

The undersigned certifies that he/she has executed the foregoing application under § 6.1-194.87 of the Code of Virginia and 10 VAC 5-30-10, et seq.; that he/she has been duly authorized to execute and file such application; and that to the best of his/her knowledge, information and belief, the application and accompanying materials contain no misstatement of fact and do not omit any material fact called for.

Name (Type or Print)

Signature

Date

Title